

1 BRETT A. AXELROD, ESQ.  
 2 Nevada Bar No. 5859  
 3 **FOX ROTHSCHILD LLP**  
 4 1980 Festival Plaza Drive, Suite 700  
 5 Las Vegas, Nevada 89135  
 6 Telephone: (702) 262-6899  
 7 Facsimile: (702) 597-5503  
 8 Email: [baxelrod@foxrothschild.com](mailto:baxelrod@foxrothschild.com)  
*Counsel for the Debtors*

Electronically Filed March 24, 2021

7 **UNITED STATES BANKRUPTCY COURT**

8 **DISTRICT OF NEVADA**

9 In re

10 **RED ROSE, INC.,**

- 11  Affects Beachhead Roofing and Supply, Inc.
- 12  Affects California Equipment Leasing Association, Inc.
- 13  Affects Fences 4 America, Inc.
- 14  Affects James Petersen Industries, Inc.
- 15  Affects PD Solar, Inc.
- 16  Affects Petersen Roofing and Solar LLC
- 17  Affects Petersen-Dean, Inc.
- 18  Affects PetersenDean Hawaii LLC
- 19  Affects PetersenDean Roofing and Solar Systems, Inc.
- 20  Affects PetersenDean Texas, Inc.
- 21  Affects Red Rose, Inc.
- 22  Affects Roofs 4 America, Inc.
- 23  Affects Solar 4 America, Inc.
- 24  Affects Sonoma Roofing Services, Inc.
- 25  Affects TD Venture Fund, LLC
- 26  Affects Tri-Valley Supply, Inc.
- 27  Affects All Debtors

Case No. BK-20-12814-mkn

Jointly Administered with  
 Case No. BK-S-20-12815-mkn  
 Case No. BK-S-20-12816-mkn  
 Case No. BK-S-20-12818-mkn  
 Case No. BK-S-20-12819-mkn  
 Case No. BK-S-20-12820-mkn  
 Case No. BK-S-20-12821-mkn  
 Case No. BK-S-20-12822-mkn  
 Case No. BK-S-20-12823-mkn  
 Case No. BK-S-20-12824-mkn  
 Case No. BK-S-20-12825-mkn  
 Case No. BK-S-20-12826-mkn  
 Case No. BK-S-20-12827-mkn  
 Case No. BK-S-20-12829-mkn  
 Case No. BK-S-20-12831-mkn  
 Case No. BK-S-20-12833-mkn

Chapter 11

28 **THIRD SUPPLEMENTAL  
 DECLARATION OF JEFFREY C. PEREA  
 IN SUPPORT OF EMERGENCY FIRST  
 DAY MOTION FOR ORDER  
 AUTHORIZING DEBTOR TO RETAIN  
 AND EMPLOY CONWAY MACKENZIE  
 MANAGEMENT SERVICES, LLC TO  
 PROVIDE CHIEF RESTRUCTURING  
 OFFICER UNDER 11 U.S.C. §§ 105(a)  
 & 363(b) EFFECTIVE AS OF THE  
 PETITION DATE**

1 I, Jeffrey C. Perea, under penalty of perjury, declare as follows:

2 1. I am a Managing Director at Conway MacKenzie Management Services  
 3 ("Conway MacKenzie"). I make and submit this third supplemental declaration (this "Third  
 4 Supplemental Declaration") on behalf of Conway MacKenzie to supplement the disclosures  
 5 contained in the *Declaration of Jeffrey C. Perea in Support of Emergency First Day Motion for*  
 6 *Order Authorizing Debtor to Retain and Employ Conway MacKenzie Management Services, LLC to*  
 7 *Provide Chief Restructuring Officer under 11 U.S.C §§ 105(a) & 363(b) Effective as of the Petition*  
 8 *Date* (the "Original Declaration") [Docket No. 18] filed in connection with the *Emergency First*  
 9 *Day Motion for Order Authorizing Debtor to Retain and Employ Conway MacKenzie Management*  
 10 *Services, LLC to Provide Chief Restructuring Officer Under 11 U.S.C §§ 105(a) & 363(b) Effective*  
 11 *as of the Petition Date*. [Docket No. 17] (the "Application")<sup>1</sup> and the *Supplemental Declaration of*  
 12 *Jeffrey Perea in Support of Emergency First Day Motion for Order Authorizing Debtor to Retain*  
 13 *and Employ Conway MacKenzie Management Services, LLC to Provide Chief Restructuring Officer*  
 14 *under 11 U.S.C. §§ 105(a) & 363(b) Effective as of the Petition Date* [Docket No. 122] (the "First  
 15 Supplemental Declaration") and the *Second Supplemental Declaration of Jeffrey C. Perea in*  
 16 *Support of Emergency First Day Motion for Order Authorizing Debtor to Retain and Employ*  
 17 *Conway MacKenzie Management Services, LLC to Provide Chief Restructuring Officer Under 11*  
 18 *U.S.C §§ 105(a) & 363(b) Effective as of the Petition Date* [Docket No. 1505] (the "Second  
 19 Supplemental Declaration").

20 2. I am duly authorized to make and submit this Third Supplemental Declaration on  
 21 behalf of Conway MacKenzie in accordance with section 327(a) of the Bankruptcy Code and  
 22 Bankruptcy Rule 2014(a).

23 3. Unless otherwise stated in this Third Supplemental Declaration, I have personal  
 24 knowledge, upon information and belief, and upon records kept in the ordinary course of business

25  
 26  
 27 <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms  
 28 in the Application, the Original Declaration, the First Supplemental Declaration, or the Second  
 Supplemental Declaration as applicable.

1 that were reviewed by me or other employees of Conway MacKenzie under my supervision and  
 2 direction, of the facts set forth herein.

3       4. On June 12, 2020, the Debtors (the “Debtors”) filed the Application. The  
 4 Application was approved pursuant to the *Order Authorizing Debtor to Retain and Employ Conway*  
 5 *MacKenzie Management Services, LLC to Provide Chief Restructuring Officer under 11 §§ 105(a)*  
 6 *& 363(b)* (the “Order”) entered on June 24, 2020 [Docket No. 92].

7       5. Subsequent to filing the Application, Conway MacKenzie performed routine  
 8 inquiries to determine any addition connections to the parties in interest in the Debtors bankruptcy  
 9 cases, listed on the attached **Schedule A** (the “Parties in Interest”). The Parties in Interest listed in  
 10 **Schedule A** are incorporated herein.

11       6. Conway MacKenzie searched its databases, the databases of certain affiliates,  
 12 Riveron Consulting, LLC and Winter Harbor, LLC and certain H.I.G. databases as set forth in the  
 13 Original Declaration, the First Supplemental Declaration, and the Second Supplemental Declaration  
 14 to determine any additional connections. The H.I.G. databases were searched for investments as of  
 15 the last quarter of 2020, ending on December 31, 2020. No additional connections were identified  
 16 for Riveron, Winter Harbor or H.I.G.

17       7. Based on the conflict review process described in the Original Declaration, the First  
 18 Supplemental Declaration, and the Second Supplemental Declaration except as otherwise disclosed  
 19 herein, or in the foregoing declarations, including as described on **Schedule B** (additional  
 20 connections to Conway MacKenzie) hereto, insofar as I have been able to ascertain, Conway  
 21 MacKenzie does not, (a) represent entities other than the Debtors in connection with this chapter 11  
 22 case; (b) have any connection with the Debtors, their creditors, stockholders, or any other party in  
 23 interest, or any of their respective attorneys and accountants, or the Office of the United States  
 24 Trustee for the District of Nevada; or (c) hold any interest adverse to the Debtors or their estates.

25       ///

26       ///

27       ///

28       ///

1       Continued inquiry will be made following the filing of this Third Supplemental Declaration  
2 by undertaking the same procedures described herein, in the Original Declaration, in the First  
3 Supplemental Declaration, and in the Second Supplemental Declaration on a periodic basis, except  
4 where otherwise specified, with additional disclosures to be filed in this Court if necessary or  
5 otherwise appropriate.

6       Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
7 and correct, to the best of my information, knowledge, and belief

8       Dated this 24th day of March 2021.

9  
10      By /s/Jeffrey C. Perea  
11           Jeffrey C. Perea  
12           Managing Director

13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

FOX ROTHSCHILD LLP  
1980 Festival Plaza Drive, Suite 700  
Las Vegas, Nevada 89135  
(702) 262-6899  
(702) 597-5503 (fax)

**Schedule A**

**DEBTORS**

Petersen-Dean, Inc.  
PetersenDean Texas, Inc.  
PD Solar, Inc.  
Petersendean Roofing and Solar Systems, Inc.  
Red Rose, Inc.  
Sonoma Roofing Services, Inc.  
Tri Valley Supply, Inc.  
Solar4America, Inc.  
Roofs4America, Inc.  
Fences4America, Inc.  
Petersen Roofing and Solar LLC  
TD Venture Fund, LLC  
James Petersen Industries, Inc.  
Petersen Dean Hawaii, Inc.  
California Equipment Leasing

**DBAs of Debtor Entities**

Petersen Dean  
PetersenDean  
Petersendean Roofing and Solar Systems  
Petersendean Roofing and Solar Systems  
Roof Title Specialists, Inc. – Palm City  
PetersenDean Roofing and Sheet Metal  
Tri Valley Contractors  
Tri-valley Roofing  
Tri-Valley Trucking  
Tri-Valley Wholesale

**DEBTORS PRINCIPALS**

James Petersen  
George Milionis

**ADVERSE CREDITOR**

ABCBORAL  
ABC Eagle  
ABC Supply Co  
ABC Supply Co Inc.  
AD Leverage  
Alpha Supply LLC Maui Branch  
AMERICAN EXPRESS  
Arch Roofing  
Arch Imaging Resources Bay Cities Steel  
Beacon Sales Acquisition

Berridge Mfg. Co.  
Cache Valley Electric Co.  
CED Greentech  
Comdata Mastercard Program  
Custom Bilt Metals  
DLA Piper LLP (US)  
Diners Club  
Diversified Products USA  
Dry Roofing LLC  
Dun & Bradstreet  
Dunn Seamless Gutters Inc  
Duro-Last Roofing, Inc.  
Durable Structures  
Earthquakes Soccer LC  
Edgewood partners Insurance Center  
Elite Roofing Supply – SC, LLC  
Emergency Roadside Assistance, Inc.  
Enterprise FM Trust  
Farella Braun + Martel LLP  
Fasteners, Inc.  
H&E Equipment Services, Inc.  
Herley Roofing  
Home Depot Credit Services  
IB Roof Systems  
Independent Electric Supply, Inc.  
Inter Island Solar Supply  
JC Custom Roofing, Inc.  
JR Metal Express, Inc.  
Littler Mendelson, P.C.  
Lopez Trucking  
McRay Crane & Rigging, Inc.  
MOSS ADAMS LLP  
OneSource Distributors LLC  
Oracle Credit Corporation  
Outline Products LLC  
Petersen Aluminum Corporation  
Premier Solar Solutions  
Prime Revenue, Inc.  
Roof Stockers of Arizona LLC  
Roofline Supply  
Roofer's Supply Inc.  
SG Fuels  
SG Wholesale Roofing Supplies Inc  
Sedgwick Claims Mgmt Services, Inc  
Siilfab Solar  
Smart ERP Solutions Inc

Sunbelt Rentals, Inc.  
Taylor Metal products  
Tesla, Inc.  
V & S Material Stockers  
Valley Gutter Supply Inc.  
West Coast Equipment, LLC  
AE-SCFL  
DJ Roof and Solar Supply LLC  
Highmore  
SherpaPort, LLC  
Sterling  
Targray International Inc.  
TD Ventures  
Traderiver  
WEX  
SG Wholesale RFG Supp-Notes Payable  
United Rentals (North America), Inc.  
Yespinal Roofing LLC  
William Fernandez Trucking  
WSP USA Buildings

**ADVERSE PRIORITY**

Country of Almadea  
Country of Los Angeles  
Country of Sonoma

**ADVERSE SECURED**

Var Resources LLC  
Brandywine Homes  
Ares Commercial Finance  
ACF Finco I LP  
HYG Financial Services, Inc.  
Wells Fargo Financial Leasing, Inc.  
Wells Fargo Bank, N.A.  
High Trak Equipment Co., Inc.  
KB Home Coastal, Inc.  
First Hawaiian Bank  
LCA Bank Corporation  
Keystone Equipment Finance Corp.  
Stearns Bank, N.A.  
Key Equipment Finance  
American Express Bank, FSB  
KeyBank National Association  
Canadian Solar (USA) Inc.

**Judges**

August B. Landis  
Mike K. Nakagawa  
Bruce T. Beesley  
Natalie M. Cox  
Gregg W. Zive  
Cathy Shim  
Mary A. Schott  
Linda Duffy

**Trustee**

Lindsay Kolba  
Edward M. McDonald  
S. Margaux Ross  
Michelle Forrest  
Anabel Abad-Santos  
Melinda R. Davis  
Monette Semana  
N. Bryan Green

**Schedule B****Conway MacKenzie Past and Present Representation of and Connections with Parties in Interest**

Conway MacKenzie has represented and/or had connections with the following Parties in Interest, in matters wholly unrelated to the Debtors and their bankruptcy cases:

<b>Party of Interest</b>	<b>Connection to Conway MacKenzie</b>
Littler Mendelson, P.C. – Adverse Creditor	Littler Mendelson, P.C. is a current and former vendor of Conway MacKenzie in connection with matters unrelated to the Debtors.